

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

MAUREEN STEWART, an individual, and
KELLY LAMICELLA, an individual, on behalf of
themselves and all others similarly situated, and
ROES 1 through 100, inclusive,

Plaintiffs,

-against-

BEAM GLOBAL SPIRITS & WINE, INC., a
corporation; JIM BEAM BRANDS CO.,
BETHENNY FRANKEL, and DOES 1 through
100, inclusive,

Defendants.

CASE NO.: 1:11-cv-05149 (NLH) (KMW)

**JOINT ATTORNEY CERTIFICATION IN RESPONSE TO
THE COURT'S APRIL 5, 2012 ORDER TO SHOW CAUSE**

This Joint Attorney Certification in Response to the Court's April 5, 2012 Order to Show Cause is submitted by the undersigned counsel for Plaintiffs Maureen Stewart and Kelly Lamicella, and Defendants Skinny Girl Cocktails, LLC, and SGC Global, LLC, Beam Global Spirits & Wine LLC, formerly known as Beam Global Spirits & Wine, Inc., Jim Beam Brands Co., and Bethenny Frankel in response to the Court's April 5, 2012 Order to Show Cause. The undersigned counsel hereby certify that they have each researched the matter with their clients, and based upon information they have obtained from their respective clients, they represent as follows as to their respective clients:

The Court has subject matter jurisdiction of this action pursuant to the Class Action Fairness Act of 2011 ("CAFA"). CAFA creates federal jurisdiction over lawsuits in which "the matter in controversy exceeds the sum or value of \$5,000,000, exclusive of interest and costs, and is a class action in which . . . any member of a class of plaintiffs is a citizen of a State

different from any defendant[.]" 28 U.S.C. § 1332(d)(2)(A). CAFA requires only minimal diversity, namely that "any member of a class of plaintiffs is a citizen of a State different from any defendant . . ." 28 U.S.C. § 1332(d)(2)(A). As the Third Circuit has explained, the citizenship of a natural person is based on the "state where she is domiciled"; the citizenship of a corporation is determined by either "the state where it is incorporated" or "the state where it has its principal place of business"; and the citizenship of a limited liability company is a "determined by the citizenship of [each of] its members." *See Zambelli Fireworks Mfg. Co., Inc. v. Wood*, 592 F.3d 412, 418-20 (3d Cir. 2010), and *Swiger v. Allegheny Energy, Inc.*, 540 F.3d 179, 182 (3d Cir. 2008). CAFA, however, contains a specific provision regarding the citizenship of unincorporated associations. Section 1332(d)(10) provides that "an unincorporated association shall be deemed to be a citizen of the State where it has its principal place of business and the State under whose laws it is organized." Several courts, including this Court, have determined that this provision applies to limited liability companies. *See Coleman v. Chase Home Fin., LLC*, 08-cv-2215(NLH)(JS), 2009 WL 1323598, at *2-3 (D.N.J. May 11, 2009) (Hillman, J.) (collecting cases).

There is minimal diversity of citizenship between the named Plaintiffs and Defendants in this case, because each Plaintiff is a citizen of a state different from each Defendant:

1. Plaintiff Maureen Stewart is a citizen of the Commonwealth of Pennsylvania.
2. Plaintiff Kelly Lamicella is a citizen of the State of New Jersey.
3. Defendant Beam Global Spirits & Wine LLC is a citizen of the State of Illinois and the State of Delaware, because Beam Inc., its sole member, is incorporated under the laws of the State of Delaware with its principal place of business in the State of Illinois.
4. Defendant Jim Beam Brands Co. is a citizen of the State of Delaware and the State of Illinois, because it is a corporation organized under the laws of the State of Delaware with its principal place of business in the State of Illinois.
5. Defendant Bethenny Frankel is a citizen of the State of New York.

6. Skinny Girl Cocktails LLC is the former name of Defendant SGC Global LLC, which is a Delaware limited liability company with its principal place of business in the State of New York. The members of Defendant SGC Global LLC are as follows:
- (i) Marc D. Taub, a citizen of the State of New York.
 - (ii) David S. Taub, a citizen of the State of New York.
 - (iii) SGC Kanbar LLC, a Delaware limited liability company with its principal place of business in the State of New York. Its members are David Kanbar , a citizen of New York; Albert Roer, a citizen of Colorado; Elliot Menkowitz, a citizen of Pennsylvania; The Roer Family Trust, a citizen of California; Jessica Basso, a citizen of New York; Marc Roer, a citizen of Illinois; Omer Malchin, a citizen of California; Steven Dressler, a citizen of Pennsylvania; and S.Korolnek Holdings, Inc. is 100% owned by 7285604 Canada Inc. (a Canadian Corporation) (which is 100% owned by Stephen Korolnek a Canadian resident).
 - (iv) BB Endeavors LLC, a New York limited liability company with its principal place of business in the State of New York, whose only member is Bethenny Frankel, a citizen of the State of New York.

Dated: April 16, 2012

Respectfully submitted,

By /s/ David B. Wolfe
David B. Wolfe
Barbara A. Schweiger
Evan A. Showell
SKOLOFF & WOLFE, P.C.
293 Eisenhower Parkway
Livingston, NJ 07039
Tel.: (973) 992-0900
Fax: (973) 992-0301

Attorneys for Plaintiffs

By /s/ John B. Kearney (with permission)
John B. Kearney
Michael R. Carroll
BALLARD SPAHR LLP
210 Lake Drive East, Suite 200
Cherry Hill, NJ 08002
Tel.: (856) 761-3400

Fax: (856) 761-1020

Donald I Strauber
Mary T. Yelenick
Garrett S. Kamen
30 Rockefeller Plaza
New York, New York 10112
Tel.: (212) 408-5100
Fax: (212) 541-5369

*Attorneys for Defendants Beam Global
Spirits & Wine LLC and Jim Beam
Brands Co.*

By /s/ David E. Sellinger (with permission)
David E. Sellinger
Aaron Van Nostrand
GREENBERG TRAURIG, LLP
200 Park Avenue
P.O. Box 677
Florham Park, NJ 07932
Tel.: (973) 360-7900
Fax: (973) 301-8410

Rick L. Shackelford
Robert J. Herrington
GREENBERG TRAURIG LLP
2450 Colorado Avenue, Suite 400 East
Santa Monica, CA 90404
Tel.: (310) 586-7700
Fax: (310) 586-7800

*Attorneys for Defendants Skinny Girl
Cocktails, LLC, and SGC Global, LLC*

By /s/ Laura D. Castner (with permission)

Laura D. Castner
Howard Weitzman
KINSELLA WEITZMAN ISER KUMP
& ALDISERT LLP
800 Wilshire Boulevard, 3rd Floor
Santa Monica, CA 90401
Tel.: (310) 566-9800
Fax: (310) 566-9850

David E. Sellinger
Aaron Van Nostrand
GREENBERG TRAURIG, LLP
200 Park Avenue
P.O. Box 677
Florham Park, NJ 07932
Tel.: (973) 360-7900
Fax: (973) 301-8410

*Attorneys for Defendant Bethenny
Frankel*